

EXHIBIT C



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CODY LAIDLAW, On Behalf of Himself
and All Others Similarly Situated,

Plaintiff,

v.

ACAMAR PARTNERS ACQUISITION
CORP., ACAMAR PARTNERS
SPONSOR I LLC, LUIS IGNACIO
SOLORZANO AIZPURU, JUAN
CARLOS TORRES CARRETERO,
DOMENICO DE SOLE, JAMES E.
SKINNER, TECK H. WONG,
CARLOTZ, INC. and ACAMAR
PARTNERS SUB, INC.,

Defendants.

C.A. No. 2021-0016-SG

STIPULATION AND [PROPOSED] ORDER CLOSING THE CASE

WHEREAS, on February 5, 2021, the Court entered an order in the above action (the “Action”) which, among other things, voluntarily dismissed the Action as moot, and retained jurisdiction solely for the purpose of adjudicating Plaintiff’s counsel’s then-anticipated application for an award of attorneys’ fees and reimbursement of expenses (the “Fee and Expense Application”);

WHEREAS, the parties have reached an agreement to resolve the Fee and Expense Application with a payment to Plaintiff’s counsel on behalf of Acamar Partners Acquisition Corp. (now known as CarLotz, Inc. and hereinafter “CarLotz”);

WHEREAS, as a result of the merger that was the subject of this Action, CarLotz Group Inc. (formerly known as CarLotz, Inc.) became a wholly-owned subsidiary of CarLotz, which trades on the Nasdaq under the symbols “LOTZ” and “LOTZW”;

WHEREAS, the parties have conferred and agreed upon the procedure for notice set forth below and in the form attached as Exhibit 1 (the “Notice”); and

WHEREAS, within ten (10) calendar days of the entry of this Order, CarLotz shall cause the Notice substantially in the form annexed hereto as Exhibit 1 to be filed in a Form 8-K with the United States Securities and Exchange Commission (“SEC”).

IT IS HEREBY STIPULATED AND AGREED, pursuant to Court of Chancery Rules 23(e) and 41(a), subject to the approval of the Court, that:

1. Within ten (10) days of the entry of this Order, CarLotz shall cause the Notice substantially in the form annexed hereto as Exhibit 1 to be filed in a Form 8-K with the SEC.

2. Upon compliance with Paragraph 1 herein, counsel for Defendants shall file an affidavit (the “Affidavit”) with the Court (no later than five (5) business days after the Notice has been disseminated by CarLotz) stating that Paragraph 1 has been complied with;

3. Upon the filing of the Affidavit:

a. The Register in Chancery is directed to close the Action on the docket for all purposes; and

b. The Court will no longer retain jurisdiction over the Action.

4. CarLotz or its designee shall pay Plaintiff's counsel fees in the amount of \$175,000 within ten (10) days of the date of the entry of this Order to an account designated by Plaintiff's counsel. The foregoing payment shall fully satisfy and resolve Plaintiff's Fee and Expense Application, and Plaintiff's counsel shall not seek any additional fees, expenses, or costs related to this Action.

OF COUNSEL:

COOCH AND TAYLOR, P.A.

**MONTEVERDE &
ASSOCIATES PC**

Juan E. Monteverde
Jordan M. Steele
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
Tel.: (212) 971-1341

/s/ Blake A. Bennett

Blake A. Bennett (#5133)
The Nemours Building
1007 N. Orange Street, Suite 1120
Wilmington, DE 19801
Tel.: (302) 984-3800

Counsel for Plaintiff

Counsel for Plaintiff

OF COUNSEL:

RICHARDS, LAYTON & FINGER, P.A.

**SIMPSON THACHER &
BARTLETT LLP**

Paul C. Gluckow
Stephen P. Blake
425 Lexington Avenue
New York, NY 10017
Tel.: (212) 455-2000

/s/ Raymond J. DiCamillo

Raymond J. DiCamillo (#3188)
920 North King Street
Wilmington, DE 19801
Tel.: (302) 651-7786

*Counsel for Defendants Acamar Partners
Sponsor I LLC; Luis Ignacio Solorzano
Aizpuru; Juan Carlos Torres Carretero;
Domenico De Sole; James E. Skinner; and
Teck H. Wong*

**POTTER ANDERSON & CORROON
LLP**

OF COUNSEL:

**FRESHFIELDS BRUCKHAUS
DERINGER US LLP**

Mary Eaton
Scott Eisman
601 Lexington Avenue
New York, NY 10022
Tel.: (212) 277-4000

/s/ Michael A. Pittenger
Michael A. Pittenger (#3212)
Tyler J. Leavengood (#5506)
1313 N. Market Street
Hercules Plaza, 6th floor
Wilmington, DE 19801
Tel: (302) 984-6000

*Counsel for Defendants CarLotz, Inc. (now
known as CarLotz Group, Inc., and
successor to Acamar Partners Sub, Inc. by
merger); Acamar Partners Acquisition
Corp. (now known as CarLotz, Inc.); and
Acamar Partners Sub, Inc.*

Dated: May 12, 2021

IT IS SO ORDERED this _____ day of _____, 2021.

Vice Chancellor Sam Glasscock III

EXHIBIT 1

**Notice of Dismissal of
Acamar Partners Acquisition Corp. (n/k/a CarLotz, Inc.)
Litigation and Agreement Upon Attorneys' Fees**

NEW YORK, NY – May 11, 2021 – Notice is hereby provided to all persons who held shares of Acamar Partners Acquisition Corp. (n/k/a as CarLotz, Inc., and hereinafter the “Company”) common stock at any time during the period from and including October 21, 2020 through January 21, 2021.

The purpose of this Notice is to inform you of developments with respect to the putative class action lawsuit captioned *Laidlaw v. Acamar Partners Acquisition Corp., et al.*, C.A. No. 2021-0016-SG (the “Action”), including the dismissal of the Action and an agreement to pay attorneys’ fees and expenses to counsel for Plaintiff in the Action.

On October 21, 2020, the Company entered into a Business Combination Agreement with CarLotz, Inc. (now known as CarLotz Group, Inc.) (the “Merger”). On December 30, 2020, the Company filed with the Securities and Exchange Commission (“SEC”) a form 424(b)(3) registration statement containing a prospectus (the “Prospectus”) in connection with the stockholder vote on January 20, 2021 relating to the Merger.

On January 7, 2021, Plaintiff Cody Laidlaw, a stockholder of the Company, filed the Action and named as Defendants are the members of the

Company's Board of Directors (the "Board"). The complaint alleged, among other things, that the Board violated its fiduciary duties under Delaware law by failing to provide all material information in the Prospectus required for stockholders to cast an informed vote regarding the Merger. As relief, the complaint sought, among other things, an injunction against the Merger, damages and an award of attorneys' and experts' fees.

Also on January 7, 2021, Plaintiff filed a motion for expedited proceedings and a motion for a preliminary injunction.

The Company and the other defendants have denied that they committed any violation of law or engaged in any of the wrongful acts that were or could have been alleged in the Action, and expressly maintain that they diligently and scrupulously complied with their fiduciary and other legal duties.

After the complaint was filed, the Company and its Board determined to provide additional disclosures to the Prospectus, including projection line items, to address the allegations in the Action in a Form 8-K, filed with the SEC on January 12, 2021 (the "Supplemental Disclosures"). On February 5, 2021, the Court approved a stipulation under which the Plaintiff voluntarily dismissed the Action. The Court retained jurisdiction solely for the purpose of adjudicating the anticipated application of Plaintiff's counsel for an award of attorneys' fees and reimbursement of expenses in connection with the

Action (the “Fee and Expense Application”). Following negotiations, the Company, while denying any and all liability, and maintaining that the Prospectus already contained all material information required for stockholders to cast an informed vote regarding the Merger prior to the Supplemental Disclosures, agreed to pay \$175,000 to Plaintiff’s counsel for attorneys’ fees and expenses in full satisfaction of the anticipated Fee and Expense Application. The Court has not been asked to review, and will pass no judgment on, the payment of attorneys’ fees and expenses or their reasonableness.

Attorneys for Plaintiff and Defendants may be contacted as follows:

**MONTEVERDE
& ASSOCIATES PC**
Juan E. Monteverde
Jordan M. Steele
The Empire State Building
350 Fifth Avenue, Suite 4405
New York, NY 10118
Tel.: (212) 971-1341

Counsel for Plaintiff

**SIMPSON THACHER &
BARTLETT LLP**
Paul C. Gluckow
Stephen P. Blake
425 Lexington Avenue
New York, NY 10017
Tel.: (212) 455-2000

*Counsel for Defendants Acamar
Partners Sponsor I LLC; Luis
Ignacio Solorzano Aizpuru; Juan
Carlos Torres Carretero;
Domenico De Sole; James E.
Skinner; and Teck H. Wong*

**FRESHFIELDS BRUCKHAUS
DERINGER US LLP**

Mary Eaton
Scott Eisman
601 Lexington Avenue
New York, NY 10022
Tel.: (212) 277-4000

*Counsel for Defendants CarLotz,
Inc. (now known as CarLotz
Group, Inc., and successor to
Acamar Partners Sub, Inc. by
merger); Acamar Partners
Acquisition Corp. (now known as
CarLotz, Inc.); and Acamar
Partners Sub, Inc.*